

NOV 3 - 2003

Michael N. Milby, Clerk of Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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IN RE ENRON CORPORATION
SECURITIES LITIGATION

: MDL-1446
:
: Consolidated Civil Action
: No. H-01-3624
: X

This Document Relates To:

MARK NEWBY, et al., individually and
on behalf of all others similarly situated,

Plaintiffs,

v.

ENRON CORPORATION, et al.,

Defendants.
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THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA, et al., individually and on behalf of
all others similarly situated,

Plaintiffs,

v.

KENNETH L. LAY, et al.,

Defendants.
----- X

**AFFIDAVIT OF MELISSA VOGEL BROWN IN SUPPORT OF MOTION OF J.P.
MORGAN CHASE & CO., JPMORGAN CHASE BANK AND J.P. MORGAN
SECURITIES INC. FOR CONFIDENTIAL TREATMENT OF CERTAIN DOCUMENTS**

STATE OF NEW JERSEY)

ss:

COUNTY OF BERGEN)

1820

Melissa Vogel-Brown, being duly sworn, deposes and says:

1. I am a Vice President and Assistant General Counsel of J.P. Morgan Chase & Co. ("JPMorgan Chase"). I respectfully submit this affidavit, and the exhibits annexed hereto, in support of the motion of the Defendants JPMorgan Chase, JPMorgan Chase Bank, and J.P. Morgan Securities Inc. (collectively, the "JPMC Defendants") for confidential treatment of certain documents.

2. Attached hereto as Exhibit A is a true and correct copy of the log of documents for which the JPMC Defendants seek confidential treatment. The log includes two categories: (i) a proprietary policy manual; and (ii) documents containing information regarding transactions with customers of the JPMC Defendants that are not parties to this action.

3. Among other things, the Lead Plaintiff in this action has sought production of certain policies of the JPMC Defendants. The JPMC Defendants currently seek confidential treatment for one policy manual responsive to this request, the "Corporate Credit Manual."¹ The Corporate Credit Manual was designed by JPMorgan Chase as a central repository for all of the credit policies, guidelines, and procedures used throughout all of the business units of the bank. *Corporate Credit Manual* at 1.

4. As the Corporate Credit Manual states in its Introduction, it is "confidential and proprietary" to JPMorgan Chase. It provides: "This manual is for the internal use of [JPMorgan Chase] and its subsidiaries only. It is not for use for any other purpose or by anyone other than personnel of [JPMorgan Chase] and its subsidiaries, nor is it for distribution to anyone other than such personnel." *Corporate Credit Manual* at 4.

¹ Counsel for the JPMC Defendants is conferring with counsel for Plaintiffs concerning requests for production of additional manuals. Accordingly, the JPMC Defendants may seek confidential treatment for certain manuals produced in the future.


5. The second category of documents on the JPMC Defendants' confidentiality log consists of documents reflecting information regarding transactions with customers other than the Enron defendants that are parties to this action. The Lead Plaintiff in this action has requested from the JPMC Defendants documents produced to any party or third party in an action styled *JPMorgan Chase Bank v. Liberty Mutual*, No. 01-11523 (S.D.N.Y.) (the "Surety Action"). In that action, JPMorgan Chase sought recovery under certain surety bonds of amounts owed in respect of certain Enron-related prepay transactions.

6. In the Surety Action, JPMorgan Chase produce documents related to prepay transactions with customers of JPMorgan Chase other than Enron. Production of such documents was made pursuant to a protective order designed, *inter alia*, to ensure the confidentiality of information related to these other customers. Attached hereto as Exhibit B is a true and correct copy of the Protective Order, entered on April 24, 2002, in *JPMorgan Chase Bank v. Liberty Mut. Ins. Co. et al.*, Case No. 01 Civ. 11523 (JSR) (S.D.N.Y.).

7. In order to continue to maintain the confidentiality of this other customer information, the JPMC Defendants have included on the confidentiality log documents responsive to the Lead Plaintiff's request that were produced in the Surety Action containing other customer information. The JPMC Defendants seek confidential treatment for these documents to protect the reasonable expectations of their clients that the clients' business dealings will be kept confidential.


Melissa Vogel Brown

Sworn before me this
31st day of OCTOBER, 2003


Notary Public

Colleen B. Raiser
Notary Public Of New Jersey
My Commission Expires 2/4/2008

The Exhibit(s) May
Be Viewed in the
Office of the Clerk